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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

GATEWAY KENSINGTON LLC,

Chapter 11

Case No. 21-22274 (RDD)

Debtor.

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**CERTIFICATION OF BALLOTS FOR DEBTOR'S
THIRD AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

The above captioned Debtor filed its Second Amended Chapter 11 Plan of Reorganization on May 9, 2022 [Docket No. 158] ("Second Amended Plan"). Following the initial solicitation of votes for the Second Amended Plan, the Debtor engaged in negotiations with its largest creditor, the result of which is set forth in the Third Amended Chapter 11 Plan of Reorganization, dated June 9, 2022 [Docket No. 170] (with the exhibits thereto, the "Plan"). Ballots on the Second Amended Plan were solicited in accordance with the Court's Order Approving the Second Amended Disclosure Statement [Docket No. 160]. Upon the filing of the Plan, ballots were solicited from **Class 3, being the impaired Class of claimholders.**

It is hereby certified that the ballots listed below have been filed with Kirby Aisner & Curley LLP in response to the Plan, as follows:

Class 1 –Allowed Non-Tax Priority Claims	
Unimpaired & Not Entitled to Vote	VOTES NOT SOLICITED
<i>Deemed to accept the Plan</i>	

Class 2 - Allowed Convenience Class Claims	
Unimpaired & Not Entitled to Vote	VOTES NOT SOLICITED
<i>Deemed to accept the Plan</i>	

Class 3 – Allowed Unsecured Claims			
Impaired & Entitled to Vote		VOTES SOLICITED	
	<u>Creditor</u>	<u>Amount</u>	<u>Accept/Reject</u>
1	Gateway Development LLC, c/o Howard Magaliff, Esq., Trustee	\$14,333,446.38	Accepts
2	Villa BXV Condominium ¹	\$ 400,000.00 ²	Accepts
	Total Amount	\$14,733,446.38	2
	Accepting	\$14,733,446.38	1
	Rejecting	\$ 0.00	0

Class 4 – Allowed Equity Interests	
Unimpaired & Not Entitled to Vote	VOTES NOT SOLICITED
<i>Deemed to accept the Plan</i>	

It appears therefore that:

- a. Classes 1, 2 and 4 creditors are unimpaired and are deemed to have accepted the Plan pursuant to 11 U.S.C. Section 1126(f);
- b. Class 3 has voted to accept the Plan in that, of the holders of Class 3 claims that have voted, more than 2/3 in amount and more than 1/2 in number of the allowed claims of such class held by creditors that have accepted or rejected the Plan.

¹ Creditor Villa BXV Condominium filed a proof of claim in the amount of \$1,029,000 which was disputed by the Debtor. The parties have agreed to fix and allow such claim in the amount of \$400,000 which will be memorialized in an appropriate Stipulation to be presented to the Court shortly.

The Balloting Agent wishes to note that two rejecting ballots were received from James Carnicelli Jr. The first rejecting ballot was on account of his Class 2 Claim [Proof of Claim No. 5]. However, Class 2 is unimpaired and not entitled to vote. As such, this ballot has been disregarded for tabulation. The second rejecting ballot purported to be submitted derivatively on behalf of Gateway Development LLP. Given that the claim of Gateway Development LLP is held by Howard Magaliff, Esq., as chapter 7 trustee, this ballot has also been disregarded for tabulation.

Dated: Scarsdale, New York
June 9, 2022

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By: /s/ Erica R. Aisner
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